

REGISTRATION NO. 29626 FILED**OSTER RESEARCHING SERVICES**

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SURFACE TRANSPORTATION BOARD

January 24, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

**Memorandum of Schedule #3 to Full Service
Master Lease Agreement dated 5/14/10**

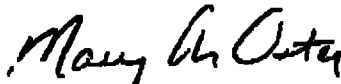
**Lessor: Wells Fargo Equipment Finance, Inc. dba
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402**

**Lessee: Ameropa North America, Inc.
2502 North Rocky Point Drive, Suite 160
Tampa, FL 33607**

Equipment: 30 to 40 Railcars to be provided at later date

Please record this agreement as a primary document. The filing fee of \$41.00 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF SCHEDULE #3 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

AMEROPA NORTH AMERICA, INC.

as Lessee

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of May 14, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and AMEROPA NORTH AMERICA, INC., a Florida Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated May 14, 2010 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of February 24, 2010 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 to Full Service Master Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: Printed
Name: Peter J. NeasTitle: Sr. Contract AdminDate: January 24, 2011

AMEROPA NORTH AMERICA, INC.
Lessee

By: Printed
Name: Nicholas D. BranchTitle: Managing DirectorDate: Nov 17, 2010


STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 28th day of January, ²⁰¹¹2010 before me appeared, Peter J. Naas to me personally known, who being by me duly sworn, says that he is the Senior Contract Admin. of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on January 24, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

 MARGARET J. KIERNAN
Notary Public-Minnesota
[Notarial Seal] My Commission Expires Jan 01, 2015

Margaret J. Kiernan
Notary Public

My commission expires:

1-31-2015

STATE OF Florida, COUNTY OF Hillsborough, TO WIT:

On this 17th day of May, 2010 before me appeared, Nicholas D. Adamick to me personally known, who being by me duly sworn, says that he is a Managing Director of AMEROPA NORTH AMERICA, INC., a Florida Corporation, that said instrument was signed and sealed on May 17, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] NANCY J. REDWINE
MY COMMISSION # DD000031
EXPIRES AUGUST 08, 2013
www.floridajudicial.com

Nancy J. Redwine
Notary Public

EXHIBIT A

DESCRIPTION OF RAILCARS

A minimum of Thirty (30) and up to Forty (40) Railcars with the following reporting marks and numbers:

Reporting Marks and Numbers to be provided by Lessor at a later date

EXHIBIT A**DESCRIPTION OF RAILCARS**

A minimum of Thirty (30) and up to Forty (40) Railcars with the following reporting marks and numbers:

MCEX 350127	MCEX 350162
MCEX 350128	MCEX 350164
MCEX 350129	MCEX 350165
MCEX 350131	MCEX 350166
MCEX 350133	MCEX 350167
MCEX 350134	MCEX 350169
MCEX 350136	MCEX 350172
MCEX 350137	MCEX 350173
MCEX 350138	MCEX 350175
MCEX 350140	MCEX 350176
MCEX 350141	MCEX 350177
MCEX 350143	MCEX 350178
MCEX 350144	MCEX 350180
MCEX 350147	MCEX 350181
MCEX 350149	MCEX 350183
MCEX 350150	MCEX 350185
MCEX 350153	MCEX 350187
MCEX 350155	MCEX 350190
MCEX 350159	MCEX 350192
MCEX 350160	MCEX 350193